

ASSIGNMENT

Date of this Assignment: [_____]

Policy: the Municipal Bond Partial Maturity Secondary Market Insurance Policy issued by Financial Guaranty Insurance Company (including its successors and assigns, “FGIC”) with respect to the Bonds, with the Policy Number [_____].

CUSIP Numbers: Set forth on Annex A hereto.

Issuer: [_____].

Bonds; Description/Purpose: the [_____] Bonds of [____], Series [__] in each case issued by the Issuer with, in the case of each Bond, the CUSIP number and maturity date set forth for such Bond on Annex A hereto.

Date of Issuance: [_____]

Assigned Principal: with respect to each Bond, the portion that is assigned to FGIC hereunder of the principal, if any, that became Due for Payment (as defined in the Policy) on the Scheduled Payment Due Date and was unpaid by reason of Nonpayment (as defined in the Policy) by the Issuer on such date, which portion is equal to the amount set forth for such Bond on Annex A hereto under the heading “Assigned Principal”.

Assigned Interest: with respect to each Bond, the portion that is assigned to FGIC hereunder of the interest that became Due for Payment on the Scheduled Payment Due Date and was unpaid by reason of Nonpayment by the Issuer on such date, which portion is equal to the amount set forth for such Bond on Annex A hereto under the heading “Assigned Interest”.

Scheduled Payment Due Date: See Annex A hereto.

U.S. Bank Trust National Association, as custodian under the Custody Agreement (as defined in the Policy) of the Bonds and the records pertaining to insurance beneficiaries under the Custody Agreement (in such capacity, the “Custodian”), hereby certifies that it is the Custodian under the Custody Agreement, with the sole power and authority to act in such capacity, the Bonds are covered by the Transferable Custodial Receipt for Insured Bonds issued pursuant to and as defined in the Custody Agreement, it is the beneficial owner of the Bonds and the Bonds are held for the account of the Custodian by The Depository Trust Company, the Custodian is entitled to the payment of principal and interest Due for Payment on the Bonds, and all of the information set forth above and on Annex A hereto is true, accurate and correct.

DELIVERY

Assignment should be sent to FGIC’s fiscal agent (the “Fiscal Agent”) at the following address:

Wilmington Trust, National Association
285 Delaware Avenue, 3rd Floor
Buffalo, NY 14202
Attention: Michelle M. Wojciechowicz

An electronic copy should be sent to FGIC:

Financial Guaranty Insurance Company
463 Seventh Avenue, 16th Floor
New York, NY 10018
Attention: Noreen Domanico
Noreen.domanico@fgic.com

CONVEYANCE; SUBROGATION

The Custodian hereby transfers, delivers and assigns to FGIC all of the Custodian's rights, and all rights of the owner of the Transferable Custodial Receipt for Insured Bonds or the Holder of Insured Bonds (as defined in the Policy), as the case may be, to the payment of the Assigned Interest and the Assigned Principal for each Bond set forth on Annex A hereto, together with any rights related to such Assigned Interest and such Assigned Principal, but only to the extent of payment by the Fiscal Agent or FGIC to the Custodian of an amount equal to such Assigned Interest and such Assigned Principal for such Bond. The Custodian agrees that FGIC shall also be subrogated to all of the Custodian's rights, and all rights of the owner of the Transferable Custodial Receipt for Insured Bonds or the Holder of Insured Bonds, as the case may be, therein or in relation thereto, including all rights to payment, to the extent of such payment made by the Fiscal Agent or FGIC. The Custodian represents that it has full corporate power and authority to execute and deliver this Assignment, on its own behalf and on behalf of the owner of the Transferable Custodial Receipt for Insured Bonds or the Holder of Insured Bonds, as the case may be, and this Assignment has been duly authorized, executed and delivered by the Custodian and constitutes a legal, valid and binding obligation of the Custodian, and of the owner of the Transferable Custodial Receipt for Insured Bonds or the Holder of Insured Bonds, as the case may be, enforceable in accordance with its terms. The Custodian agrees that FGIC may exercise any option, vote, right, power or the like (including, but not limited to, any such rights arising in context of a bankruptcy, insolvency, liquidation or other reorganization of the Issuer), the Custodian, or the owner of the Transferable Custodial Receipt for Insured Bonds or the Holder of Insured Bonds, as the case may be, may have to the extent of the Assigned Principal and, if applicable, the Assigned Interest for each Bond upon and after such payment by the Fiscal Agent or FGIC to the Custodian.

The Custodian hereby agrees to make a notation in the registration and transfer books and any other document of record for the Transferable Custodial Receipt for Insured Bonds or the Bonds maintained by it that FGIC is subrogated to and assigned all of the Custodian's rights, and all rights of the owner of the Transferable Custodial Receipt for Insured Bonds or the Holder of Insured Bonds, as the case may be, as described herein. In the event that the Custodian at any time receives any payment of any amount in respect of any principal or interest Due for Payment

on any Bond but unpaid by reason of Nonpayment by the Issuer (other than any payment made the Fiscal Agent or FGIC as contemplated above), the Custodian shall notify and consult with FGIC prior to distributing such amount, in order to determine how much of such amount relates to the Assigned Interest or the Assigned Principal for such Bond. The Custodian hereby agrees that if any such amount received by the Custodian relates to the Assigned Interest or the Assigned Principal for any Bond, the Custodian shall promptly distribute such amount to FGIC in accordance with instructions provided by FGIC to the Custodian.

U.S. BANK TRUST NATIONAL ASSOCIATION, as Custodian

By: _____
(Signature of Authorized Representative)

Print Name: _____

Title: _____

ANNEX A TO ASSIGNMENT DATED []

[Name of Issuer]

FGIC Policy No. []

[] Bonds of [], Series []	Scheduled Payment Due Date	Assigned Interest	Assigned Principal
CUSIP [] Maturity Date []			
CUSIP [] Maturity Date []			

Total [] Interest Amounts Assigned Hereunder \$[]

Total [] Principal Amounts Assigned Hereunder \$[]